

BYLAWS

Colorado HIV and AIDS Prevention Grant Program Advisory Committee

ARTICLE I: Name

The name of this organization shall be the Colorado HIV and AIDS Prevention Grant Program Advisory Committee, herein referred to as the “Advisory Committee”, created pursuant to House Bill 06-1054, CRS 25-4-1414 operating within the Department of Public Health and Environment, Disease Control and Environmental Epidemiology Division, herein referred to as the “Department.”

ARTICLE II: Purpose

The Colorado HIV and AIDS Prevention Grant Program shall fund medically accurate HIV and AIDS prevention and education programs through a competitive grant process that shall be overseen by the Advisory Committee with the goal of developing a comprehensive approach that will decrease the transmission and acquisition of HIV and AIDS in Colorado.

ARTICLE III: Duties of the Advisory Committee

Section 1. The Advisory Committee shall:

- (a) Ensure compliance with C.R.S. Sections 25-4-1413, 25-4-1414, and 25-4-1415;
- (b) Complete required orientation and training to ensure that all members are knowledgeable able to accomplish their duties. Training will include, but is not limited to: understanding HIV epidemiologic, programmatic and planning data and laws, rules/regulations and penalties concerning governmental ethics, procurement, open meeting and conflict of interest. Documentation of completion of training will be required to discuss and score applications
- (c) Oversee a competitive grants program to provide medically accurate HIV and AIDS prevention and education programs that are based in behavioral and social science theory and research in Colorado;
- (d) Review grant applications; and
- (e) Make recommendations for grant recipients, grant amounts, and the duration of each recommended amount to the Colorado Board of Health and Executive Director of the Department. Within thirty days after receiving the Advisory Committee's recommendations, the Executive Director shall submit his or her recommendations to the State Board. The State Board shall have the final authority to approve the grants administered under C.R.S. Sections 25-4-1413 and 25-4-1414.

ARTICLE IV: Members

mkmyers 11/25/13 11:52 AM

Comment [1]: Included 25-4-145 to reflect entire statute

mkmyers 11/25/13 11:52 AM

Comment [2]: Inserted to address role and authority issue per OSA performance audit (PA).

38 Section 1. The composition of the Advisory Committee shall reflect, to the extent practical,
 39 Colorado's ethnic, racial, geographic diversity and HIV epidemiological profile.

40 Section 2. The Advisory Committee shall be in accordance with Section 25-4 1414, C.R.S.
 41 and consist of seven members appointed as follows.

42 a. The Executive Director of the department shall appoint:

43 (I) One member who is recommended by the Department's Health
 44 Equity Commission, formerly known as the Minority Health
 45 Advisory Commission;

46 (II) Four members who are recommended by a statewide collaborative group
 47 that assists the Department in the Department's comprehensive plan for
 48 HIV and AIDS prevention;

49 (III) One member who has expertise in HIV and AIDS prevention and
 50 education; and

51 (IV) One member who represents a clinic that receives moneys under Part C,
 52 formerly know as Part 3 of the Federal "Ryan White C.A.R.E. Act of
 53 1990", as amended.

54

55 Section 3. All Advisory Committee applicants shall complete an application packet. The
 56 application packet shall include, but not be limited to, a resume/curriculum vitae,
 57 completion of application demonstrating qualities (experience, expertise,
 58 competencies or traits) needed by the Advisory Committee to successfully fulfill
 59 its purpose and duties, and a letter from the recommending body or organization
 60 verifying the representation as listed in Article IV, Section 2 and the qualities the
 61 applicant will bring to the Advisory Committee.

62

63 Section 4. Members of the Advisory Committee shall serve two-year terms. A member may
 64 be reelected or reappointed to the Advisory Committee for an additional 2 year
 65 term. After rotating off for one year, a member may again be considered for
 66 appointment. Every effort will be made to assure that no more than three members
 67 rotate off the Advisory Committee is any calendar year.

68

69 Section 5. Regular attendance and participation is vital to the purpose of the
 70 Advisory Committee. Members accept the duty and obligation to attend meetings
 71 either in person or by teleconference and shall provide advance notice if they are
 72 unable to do so. Three, excused or unexcused absences may be considered an
 73 abdication of the appointment and may be grounds for terminating a member's
 74 appointment. The Advisory Committee may recommend to the Executive
 75 Director removal of a member. The member may be terminated at the discretion

mkmyers 11/25/13 11:52 AM
Comment [3]: HISTORY: Source: L.
 2006: Entire section added, p. 1756, § 1,
 effective June 6.L. 2009: (1)(a)(I),
 (1)(a)(III), and (1)(a)(V) amended, (SB
 09-179), ch. 112, p. 474, § 17, effective
 April 9.
 Use current bodies names

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Comment [4]: Edited to clarify process and
 assure qualified AC members

of the Executive Director. To terminate the member's appointment, at least one member of the Advisory Committee shall submit his/her recommendation to the other members of the Advisory Committee, which shall approve or disapprove the recommendation by majority vote and refer the recommendation to the Executive Director. If there is pattern of excused absences, the vices-chair will contact the member to discuss his/her ability to fulfill a member's duties and responsibilities or the option to resign so another person can be appointed to more completely fulfill the representative role.

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Comment [5]: Consensus agreement about importance of attendance to complete duties.

Section 6. Members of the Advisory Committee shall serve without compensation but shall be reimbursed for their actual and necessary expenses incurred in the performance of their duties from moneys deposited in the AIDS and HIV prevention fund created in section 24-75-1104.5 (1) (1), C.R.S. for their actual and necessary expenses incurred in the performance of their duties.

Section 7. Any member of the Advisory Committee may resign from the Advisory Committee at any time by notifying the Executive Director of the Department, or his designee, in writing. If a member finds it necessary to resign from the Advisory Committee, he/she is encouraged to assist the Department in nominating a suitable replacement and is encouraged to remain until a suitable replacement has accepted his/her nomination.

Section 8. Any member of the Advisory Committee may be recommended for termination by majority vote of the Advisory Committee or at the discretion of the Executive Director, as a result of:

- (a) Resignation
- (b) Violation of the Advisory Committee Bylaws;
- (c) Failure to disclose conflict of interest;
- (d) Expiration of membership term;
- (e) Ineligibility of membership, including no longer representing the category to which a member was appointed under;
- (f) Material misrepresentation or fraud in any statement to the Advisory Committee or to the public;
- (g) Conviction of a felony;
- (h) Conviction of a misdemeanor, which is directly related to public health or education. This includes, but is not limited to, rape, sexual abuse, actual or threatened use of a weapon, sale or distribution of a controlled substance, or its possession with intent to distribute.
- (i) Death or incapacitation.

113 Section 9. A notice shall be sent to the member, using the last address on file, setting forth
114 the expulsion and the reasons therefore. Such notice shall be sent within fifteen
115 calendar days of the recommendation for termination. The Advisory Committee
116 shall submit, in writing and within thirty days after sending the notice, a
117 recommendation, a letter to the Executive Director of the Department stating the
118 Advisory Committee's recommendation for termination of membership. The
119 member will be terminated by action of the Executive Director.

120 ARTICLE V: Officers

121 Section 1. The elected officers of the Advisory Committee shall be the Chairperson and
122 Vice-Chair.

- 123 :
- 124 (a) The Chairperson and Vice-Chair shall be elected by majority vote from
125 among the voting members of the Advisory Committee.
 - 126 (b) The elections shall be conducted annually at the first meeting held after June
127 30 in each calendar year
 - 128 (c) The Chairperson or Vice-Chair may be removed from office:
 - 129 (I) At any time for cause the Advisory Committee may deem sufficient,
130 by a vote of three-fourths of the entire voting membership present.
 - 131 (II) Written notice giving time, place, and purpose of this meeting shall be
132 mailed to each member of the Advisory Committee at least then
133 working days prior to the meeting.
 - 134 (III) If the Chairperson is removed at such meeting, an election for a
135 successor shall take place at the same meeting.
 - 136 (IV) If the Chair or Vice-chair has been removed from office, he/she may
137 remain on the committee and complete the term of their appointment.

138 Section 2. An officer's term shall be one year with annual elections. The term of office for
139 the Chairperson and Vice-Chair shall end with the election of the new officers at
140 the beginning of the first meeting held after June 30 in each calendar year. If an
141 officer served less than a calendar year, that officer can be nominated to serve a
142 consecutive full term. No person shall serve in the same office for two
143 consecutive full terms.

144 Section 3. A vacancy in office shall exist in the event of the Chairperson's or Vice-Chairs
145 death, resignation, or removal from office.

146 Section 4. Duties of the Chairperson shall be to:

- 147 (a) Preside at all meetings of the Advisory Committee;
- 148 (b) Build agenda with the advice and consent of committee members and the
149 program grant coordinator;
- 150 (c) Observe and enforce the bylaws and policies of the Advisory
151 Committee; and

mkmyers 9/16/14 3:03 PM

Comment [6]: Consensus that additional duties were need & Chair could not handle them all; extra duties assigned to Vice -Chair

mkmyers 9/16/14 2:05 PM

Comment [7]: Added august 2014

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Comment [8]: Trying to get on regular election schedule yet realize there will be vacancies.

(d) Perform all such other duties of the office as provided by these bylaws or prescribed by the Advisory Committee.

Section 5. Duties of the Vice-Chair shall be to:

- (a) Assure that meetings are held in keeping with Robert's Rules of Order; (see Parliamentary Authority, Article X);
- (b) Observe and enforce the bylaws of the Advisory Committee during meetings; and
- (c) Monitor Advisory Committee members' attendance, preparedness and participation and mentor or arrange mentoring to improve said performance.
- (d) In the absence of the Chairperson at any meeting in which a quorum is present, the Vice-chair shall act as Chairperson to serve for that meeting only.

Section 6. In the absence of the Chairperson and Vice-Chair at any meeting in which a quorum is present, the members present shall elect a Chairperson to serve for that meeting only.

ARTICLE VI: Department Staff

Section 1. The Advisory Committee shall be supported by select Department staff, or a designee, as well as a program grant coordinator.

Section 2. Duties of the Department staff, or a designee, who is responsible for administering the program shall be to:

- (a) Support the grant application and review process of the Advisory Committee;
- (b) Prepare requests for applications (RFAs) and/or requests for proposals (RFPs) with input from the Review Committee, consistent with State fiscal rules and Department policies.
- (c) Attend to official correspondence;
- (d) Monitor and track member attendance and emails;
- (e) Oversee and monitor contractor performance and budget compliance and report findings to the Advisory Committee quarterly; and
- (f) Record, maintain, and distribute accurate minutes of all Advisory Committee and Advisory Committee subcommittee or task force meetings with in fourteen (14) calendar days. All minutes will be posted the CHAPP website.

Section 3. The coordinator, in collaboration with the Advisory Committee, shall:

- (a) Notify all Advisory Committee members and announce to the public, in a manner prescribed by the Advisory Committee, the time and place of the Advisory Committee meetings and meetings of the Advisory Committee's subcommittees and task forces at least ten calendar days

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Comment [9]: See comment 6

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Comment [10]: Consistent with fiscals rules that require content confidentiality until announced & OSA clarification of Type 2 authority & responsibility

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Comment [11]: Minutes will be prepare and posted to website 14 calendar days. Minutes will be emailed to members and "interested parties" at 14 Calendar days.

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Comment [12]: Decided that calendar days less confusing

- 193 prior to such meetings (these time frames are flexible when special
194 meeting are convened) and three calendar days for cancellations of such;
195 (b) Assist the Chairperson in the planning of meetings and development of
196 agendas;
197 (c) Maintain the Colorado HIV and AIDS Prevention Grant Program
198 website;
199 (d) Ensure background documents are prepared and information is presented
200 to support the work of the Advisory Committee;
201 (e) Serve as a liaison from the subcommittees or task forces to the
202 Chairperson through participation in conference calls and face-to-face
203 meetings; and
204 (f) Provide orientation and training to all Advisory Committee members to
205 assure that all members are knowledgeably able to accomplish their duties.
206 Training will include, but is not limited to: understanding HIV
207 epidemiologic, programmatic and planning data and laws,
208 rules/regulations and penalties concerning governmental ethics,
209 procurement, open meeting, conflict of interest Robert's Rules of Order
210 and appearance/testifying before the Board of Health. Training webcasts
211 will be posted on the CHAPP website. Documentation of completion of
212 training will be required to discuss and score applications.
213 (g) Assist in the development and handling of the final recommendations of
214 the Committee to the Department.
215

ARTICLE VII: Meetings

- 216 Section 1. The Advisory Committee shall meet at least quarterly, and more frequently as
217 needed, at the call of the Chairperson or majority of the Advisory Committee
218 members.
- 219 Section 2. A quorum of is a simple majority of current members and shall be required for all
220 actions of the Advisory Committee;
- 221 (a) No proxy or absentee voting shall be allowed;
222 (b) Members may fully participate in a meeting via teleconference;
223 (c) At the discretion of the Chairperson or majority of the Advisory
224 Committee members, issues may be voted upon electronically via email,
225 writing (fax), voice mail or text provided responses are received within 48
226 hours of the notification. Issues may be voted upon, but not discussed
227 electronically to comply with open meeting requirements.
228 (d) Any meeting may be cancelled by the Chairperson or the majority of the
229 Advisory Committee members, three working days prior to such meeting,

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Comment [13]: Consensus that position is complex and additional training is required to make informed decision.

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Comment [14]: Allows business to continue in the face of vacancies and promotes timely appointment of members to vacancies.

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Comment [15]: Grant funding votes must occur in person or via teleconference. Check to seek if this is addressed in Audit

230 when, in consultation with Department staff, the Chairperson determines
231 the meeting is not needed, or when there will not be a quorum present.

232 Section 3. In absence of a quorum, any business transacted is null and void, except to take
233 measures to obtain a quorum or to reschedule another meeting.

234 Section 4. All meetings of the Advisory Committee shall be open to the public in accordance
235 with regulations of the Colorado Open Records Act and Sunshine Law. The
236 Advisory Committee may move to Executive Session in accordance with the
237 Open Records Act. Notice of meetings shall be posted on the program's web site.

238 Section 5. All decisions and recommendations from the Advisory Committee to the Board of
239 Health or to the Department shall have been adopted by majority vote of the
240 Advisory Committee.

241 Section 6. No individual member shall make a statement of policy that purports to be that of
242 the Advisory Committee unless the Advisory Committee shall have adopted such
243 policy, but no one shall be prohibited from stating his or her personal opinions,
244 provided they are clearly identified as such.

245 Section 7. All discussions of the Advisory Committee relative to the review of grant
246 applications and grantee performance is to be regarded as confidential
247 information, not to be discussed outside the context of the Advisory Committee
248 meetings.

249 **ARTICLE VIII: Subcommittees and Task Forces**

250 Section 1. Subcommittees of the Advisory Committee may be established as needed by
251 majority vote of the Advisory Committee.

252 Section 2. Ad hoc committees and task forces including other individuals, groups,
253 organizations or associations, pursuant to Article III, may be established by
254 majority vote at any meeting of the Advisory Committee:

255 (a) Membership shall be prescribed by the Advisory Committee;

256 (b) The Advisory Committee shall appoint the chairpersons of ad hoc
257 committees and task forces; that chairperson shall come from Advisory
258 Committee membership;

259 (c) Ad hoc committees shall be given prescribed purposes and prescribed
260 dates of discontinuance.

261 Section 3. Meetings of the subcommittees and any ad hoc committee or task force shall be
262 open to the public, and shall hear testimony from the public in attendance in a
263 manner as prescribed by the Advisory Committee:

264 (a) Meetings shall be at the call of the Chairperson of the subcommittee or
265 task force

- (b) Meetings shall be announced at least ten working days prior to the meeting date in a manner as prescribed by the Advisory Committee.
- (c) A majority of the current membership of Advisory Committee subcommittees or any ad hoc committee or task force shall constitute a quorum.
- (d) No proxy or absentee voting shall be allowed for any member of a subcommittee or task force; however, a subcommittee member may fully participate and vote by teleconference;
- (e) In the absence of the subcommittee or task force chairperson, the members shall elect a chairperson who shall serve for that meeting only.
- (f) Meetings of Advisory Committee subcommittees, ad hoc committees, and task forces shall be conducted in the manner as prescribed in the parliamentary authority.
- (g) Minutes of all subcommittee meetings shall be made, copies of which shall be remitted to the members of the subcommittee, the Advisory Committee and interested parties and posted to the CHAPP website within fourteen (14) working days of the meeting.

ARTICLE IX: Voting and Balloting Procedures

- Section 1. In any instance in which a majority vote is called for (a) The Chairperson may call for a show of hands, voice vote, standing vote, or a secret ballot, and such voting method shall determine the result of the vote; except, (b) In the case of election of the Chairperson, the vote shall always be by secret ballot as outlined in Section 2 and 3 of this Article. (c) No proxy or absentee voting shall be allowed.
- Section 2. Ballots shall be pieces of paper on which the member prints his or her choice.
- Section 3. If no candidate or issue receives a majority of the votes cast, another ballot shall be taken. If further ballot needs to be cast to determine a single majority winner, it shall be between the two candidates or issues receiving the highest number of votes on the immediate preceding ballot.
- Section 4. All members, including the Chairperson, shall have voting rights.

ARTICLE X: Parliamentary Authority

Meetings shall be conducted generally in keeping with Robert's Rules of Order, but shall be as informal as circumstances permit. During those Advisory Committee meetings in which grant applications and renewals are reviewed and discussed, the Committee will formally adhere to Robert's Rules of Order

ARTICLE XI: Adoption of Bylaws

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Comment [16]: Posting of minutes consistent, 14 working days, throughout bylaws.

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Comment [17]: To comply with OSA Audit finding.

304 These Bylaws shall take effect immediately upon majority vote of the Advisory Committee.

305 **ARTICLE XII: Amendment of Bylaws**

306 Section 1. The Bylaws may be amended in whole or in part at a meeting of the Advisory
307 Committee:

308 (a) By three-fourths vote provided that such amendment was submitted to the
309 Advisory Committee at least fourteen (14) calendar days prior to the
310 meeting at which such amendment is to be offered and remitted to all
311 members of the Advisory Committee.

312 Section 2. Adopted amendments shall take effect immediately upon adoption.

313 **ARTICLE XIII: Conflict of Interest**

314 Section 1. Where a personal, professional, or financial conflict of interest may exist
315 participation by members of the Advisory Committee, including engaging in tasks or duties of
316 the Advisory Committee, shall be determined under this Section.

317 (a) A conflict of interest means engagement in an official act or
318 recommendation of the Advisory Committee, which may be influenced by
319 a real or perceived direct benefit from an enterprise in which the member
320 has a direct interest. A conflict of interest may also exist in circumstances
321 where the member has a personal or professional interest that would
322 interfere with participating objectively in an official act or
323 recommendation.

324 (b) A member must in good faith and with due diligence, disclose the conflict
325 of interest before the discussion begins or as soon thereafter as the conflict
326 is perceived, and disclose to the Advisory Committee the basis of the
327 conflict. The member can then either disqualify him or herself from any
328 further participation or voting on the matter at hand, or upon disclosure of
329 the conflict, the Chairperson will ask for comments from any members or
330 any member of the public present. Except for the member disclosing the
331 potential conflict of interest, the Advisory Committee shall vote on
332 whether a conflict of interest exists, and the member disclosing the
333 potential conflict of interest shall be bound by the Advisory Committee's
334 vote.

335 (c) If a conflict is found to exist, the member disclosing the conflict of
336 interest may be disqualified from discussion and/or voting on the matter
337 at hand depending on the degree of conflict of interest. Conflicts of
338 interest may include, but not be limited to, a committee member being a
339 principal investigator for a grant application, a writer or key partner in the

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Comment [18]: Agreed that this is sufficient as written. It is procedure and clear documentation that will guarantee that perceived or real COI will not occur.

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Comment [19]: Legal counsel had no issue adding this

writing of a grant application, or a part of an organization submitting an application and receiving a benefit from the application.

- (d) A conflict of interest may also be raised by other Advisory Committee members or any member of the public in attendance. (e) Any member wishing to abstain from voting shall notify the Advisory Committee according to the Advisory Committee's procedural policy.
- (e) Any Advisory Committee member wishing to disengage from a required task or duty of the Advisory Committee shall notify the Advisory Committee and give citation of possible conflict of interest to the Chairperson.
- (f) Dispensation from voting or duty shall pertain only to the specified vote or duty.

Bylaws adopted on November 14, 2006

Signed: _____

Attest: _____